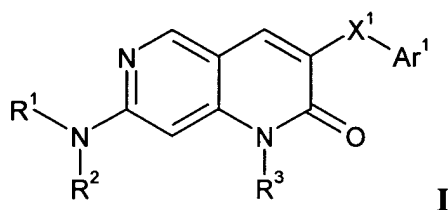


CLAIM LISTING:

Claims 1-59 (Canceled)

60. (New) A compound of the Formula I



or a pharmaceutically acceptable salt thereof,

wherein:

X¹ is O, NR⁴ (where R⁴ is hydrogen or alkyl), S, or CR⁵R⁶ (where R⁵ and R⁶ are independently hydrogen or alkyl) or C=O;

Ar¹ is aryl or heteroaryl;

R² is hydrogen alkyl, acyl, alkoxycarbonyl, aryloxy carbonyl, heteroalkyl carbonyl, heteroalkyloxycarbonyl or -R²¹-R²² where R²¹ is alkylene or -C(=O)- and R²² is alkyl or alkoxy;

R¹ is hydrogen, alkyl, haloalkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, cycloalkyl, cycloalkylalkyl, heteroalkyl substituted cycloalkyl, heterosubstituted cycloalkyl, heteroalkyl, cyanoalkyl, heterocyclyl, heterocyclylalkyl, R¹²-SO₂-heterocycloamino (where R¹² is haloalkyl, aryl, aralkyl, heteroaryl or heteroaralkyl), -Y¹-C(O)-Y²-R¹¹ (where Y¹ and Y² are independently either absent or an alkylene group and R¹¹ is hydrogen, alkyl, haloalkyl, hydroxy, alkoxy, amino, monoalkylamino or dialkylamino), (heterocyclyl)(cycloalkyl)alkyl or (heterocyclyl)(heteroaryl)alkyl; and

R³ is hydrogen, alkyl, cycloalkyl, cycloalkylalkyl, aryl, aralkyl, haloalkyl, heteroalkyl, cyanoalkyl, alkylene-C(O)-R³¹ (where R³¹ is hydrogen, alkyl, hydroxy, alkoxy, amino, monoalkylamino or dialkylamino), amino, monoalkylamino, dialkylamino or NR³²-Y³-R³³ (where Y³ is -C(O), -C(O)O-, -C(O)NR³⁴, S(O)₂ or S(O)₂NR³⁵; R³², R³⁴ and R³⁵ are independently

hydrogen or alkyl; and R³³ is hydrogen, alkyl, cycloalkyl, cycloalkylalkyl, heteroalkyl or optionally substituted phenyl) or acyl.

61. (New) The compound of Claim 1, wherein Ar¹ is optionally substituted phenyl.

62. The compound of Claim 61, wherein X¹ is O or CH₂.

63. The compound of Claim 62, wherein X¹ is O.

64. The compound of Claim 63 wherein R¹ is aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroalkylsubstituted cycloalkyl, heterosubstituted cycloalkyl, heteroalkyl, heterocyclyl or heterocyclylalkyl.

65. The compound of Claim 64, wherein R¹ is heteroalkylsubstituted cycloalkyl, heterosubstituted cycloalkyl, heteroalkyl or heterocyclyl.

66. The compound of Claim 65, wherein R¹ is heterocyclyl.

67. The compound of Claim 65, wherein R¹ is heteroalkyl.

68. The compound of Claim 67, wherein R¹ is hydroxyalkyl.

69. The compound of Claim 65, wherein Ar¹ is 2-substituted-phenyl, 4-substituted-phenyl or 2,4-disubstituted-phenyl.

70. The compound of Claim 69, wherein Ar¹ is 2-chlorophenyl, 2-fluorophenyl, 2-methylphenyl, 2-fluoro-4-methylphenyl, 4-fluoro-2-methyl or 2,4-difluorophenyl.

71. The compound of Claim 70, wherein R³ is methyl.

72. The compound of Claim 71, wherein R¹ is heteroalkyl substituted cycloalkyl, heterosubstituted cycloalkyl, heteroalkyl or heterocyclyl.
73. The compound of Claim 72, wherein R¹ is heterocyclyl.
74. The compound of Claim 72, wherein R¹ is heteroalkyl.
75. The compound of Claim 72, wherein R¹ is hydroxyalkyl.
76. A method for treating p38 mediated disorder comprising administering to a patient in need of such treatment, an effective amount of a compound of Claim 60.
77. The method of Claim 76, wherein said p38 mediated disorder is arthritis, Crohns disease, irritable bowel syndrome, adult respiratory distress syndrome or chronic obstructive pulmonary disease.